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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
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Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

**ORDER GRANTING (I) APPLICATIONS
FOR ALLOWANCE OF INTERIM COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED FROM JUNE 1,
2010 THROUGH SEPTEMBER 30, 2010 AND (II) THE APPLICATION
OF LFR, INC. FOR ALLOWANCE OF INTERIM COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES INCURRED FROM FEBRUARY 1, 2010 THROUGH MAY 31, 2010**

Upon consideration of (i) the applications seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith for the period of June 1, 2010 through September 30, 2010 (the “**Fourth Compensation Period**,” and the applications with respect to the Fourth Compensation Period, the “**Fourth Interim Applications**”),¹ pursuant to sections 330 and 331

¹ ECF Nos. 7706, 7733, 7747, 7748, 7749, 7751, 7754, 7756, 7758, 7762, 7767, 7769, 7774, 7775, 7776, 7777, 7778, and 7780. The application of Brownfield Partners, LLC for the period of February 1, 2010 through May 31, 2010 (the “**Third Compensation Period**”) (ECF No. 6541) was adjourned to January 6, 2011 at 9:45 a.m. The

of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), filed by the professionals listed on **Schedule “A”** annexed hereto, (ii) the application of LFR, Inc. (collectively with the professionals listed on Schedule “A,” the “**Retained Professionals**”), seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith for the Third Compensation Period pursuant to sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016 (the “**LFR Third Interim Application**”),² listed on **Schedule “B”** annexed hereto, (iii) the individual reports and objections of the appointed fee examiner in these chapter 11 cases (the “**Fee Examiner**”) to the Fourth Interim Applications³ and the LFR Third Interim Application⁴ (collectively, the “**Fee Examiner Objections**”), (iv) the responses of the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) with respect to the Fourth Interim Applications⁵ (“the “**U.S. Trustee Responses**”); and upon the replies of certain of the Retained Professionals;⁶ and notice having been given pursuant to Bankruptcy Rule 2002(a)(6) and (c)(2) and the Fourth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures (ECF No. 6750), and it appearing that no other or further notice need be provided; and a hearing having been held on December 15, 2010 (the “**Hearing**”) to

applications Kramer Levin Naftalis & Frankel LLP (ECF No. 7804), PricewaterhouseCoopers LLP (ECF No. 8059), and Brownfield Partners, LLC (ECF No. 7779) for the period of June 1, 2010 through September 30, 2010 (the “**Fourth Compensation Period**”) were adjourned to January 6, 2011 at 9:45 a.m.

² ECF No. 6539.

³ ECF Nos. 7424, 8025, 8026, 8027, 8029, 8030, 8035, 8036, 8038, 8040, 8041, 8042, 8044, and 8081.

⁴ ECF No. 7424.

⁵ ECF No. 8060.

⁶ ECF Nos. 8070 and 8090.

consider the Fourth Interim Applications; and it appearing that the amounts set forth on Schedule “A,” Schedule “B,” and Schedule “C”⁷ properly incorporate the Court’s ruling at the Hearing; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, pursuant to sections 330 and 331 of the Bankruptcy Code, the Fourth Interim Applications of the Retained Professionals are granted as provided in Schedule “A”; and it is further

ORDERED that, pursuant to sections 330 and 331 of the Bankruptcy Code, the Adjourned LFR Third Interim Application is granted as provided in Schedule “B”; and it is further

ORDERED that payment of ten percent (10%) of the fees awarded herein as set forth on Schedule “A” and Schedule “B” shall continue to be held back until further order of the Court (the “**Holdback**”); and it is further

ORDERED that the Debtors are directed and authorized, upon entry of this Order, to pay each Retained Professional promptly by wire transfer or check all the fees and expenses allowed herein less (i) the Holdback and (ii) the amounts previously paid by the Debtors; *provided, however*, that any prepetition retainers held by the Retained Professionals shall first be applied to satisfy such payments; and it is further

⁷ Which Schedule “C” summarizes fees and expenses for the period of June 1, 2009 through September 30, 2009 (the “**First Compensation Period**”), the period October 1, 2009 through January 31, 2010 (the “**Second Compensation Period**”), the Third Compensation Period, and the Fourth Compensation Period.

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
December 22, 2010

/s/ Robert E. Gerber
United States Bankruptcy Judge

SCHEDULE A

Current (Fourth) Compensation Period: June 1, 2010 to September 30, 2010

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, *et al.* (f/k/a General Motors Corp. *et al.*)

Applicant	Date/Dkt. No. of Application	Fees Requested	Fees Awarded (Including Fees Held Back)	Fees Held Back (10%)	Fees Payable by Debtors	Expenses Requested	Expenses Awarded
Weil, Gotshal & Manges LLP ¹	11/15/2010 7762	\$6,903,518.50	\$6,863,634.25	\$686,363.43	\$6,177,270.82	\$132,720.16	\$131,333.45
Caplin & Drysdale, Chartered	11/15/2010 7777	593,511.50	584,536.50 ²	58,453.65	526,082.85	36,161.57	35,531.03
Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation	11/15/2010 7749	315,498.50	314,028.12	31,402.81	282,625.31	4,271.59	4,271.59
Dean M. Traftlet in his capacity as the legal representative for future asbestos personal injury claimants	11/15/2010 7747	42,036.75	42,036.75	4,203.68	37,833.07	95.75	95.75
Analysis Research Planning Corp.	11/15/2010 7748	205,538.50	205,538.50	20,553.85	184,984.65	857.22	857.22
Bates White LLC	11/15/2010 7774	906,669.25	891,568.47	89,156.85	802,411.62	6,426.41	6,415.68
Butzel Long, a professional corporation	11/15/2010 7754	433,892.50	433,892.50	43,389.25	390,503.25	32,647.29	32,488.29

¹ In resolving certain disputes with the Fee Examiner, including the Court imposed carevout for amounts related to addressing issues raised by the Fee Examiner, Weil Gotshal and Manges LLP also agreed to reduce its fees for the Third Compensation Period by \$48,370.50.

² Of this amount, \$37,635.50 remains in dispute. The retained professional and the Fee Examiner disagree on the appropriate application of the Court's December 15, 2010 ruling. Unless they are able to resolve the dispute, they will return to the Court for a resolution.

Applicant	Date/Dkt. No. of Application	Fees Requested	Fees Awarded (Including Fees Held Back)	Fees Held Back (10%)	Fees Payable by Debtors	Expenses Requested	Expenses Awarded
Deloitte Tax LLP	11/15/2010 7780	369,592.00	357,743.65	35,774.37	321,969.28	55.00	55.00
FTI Consulting, Inc.	11/15/2010 7775	2,000,000.00	2,000,000.00	200,000.00	1,800,000.00	4,827.53	4,827.53
Hamilton Rabinovitz & Associates, Inc.	11/15/2010 7778	28,462.50	28,462.50	2,846.25	25,616.25	0.00	0.00
Jenner & Block LLP	11/15/2010 7751 7758	14,239.00	6,059.60	605.96	5,453.64	721.46	721.46
Legal Analysis Systems, Inc.	11/15/2010 7776	166,956.50	159,390.50	15,939.05	143,451.45	2,510.26	2,510.26
LFR, Inc. ³	11/15/2010 7756	217,990.50	216,583.30	21,658.33	194,924.97	33,226.15	18,370.15
Plante & Moran, PLLC	11/11/2010 7733	289,673.05	289,673.05	28,967.31	260,705.74	3,871.79	3,871.79
The Claro Group, LLC	11/09/2010 7706	46,810.50	44,507.13	4,450.71	40,056.42	402.43	402.43

³ LFR, Inc. and the Fee Examiner have agreed to carveout \$14,856.00 in expenses, which will be resolved at a subsequent time.

Applicant	Date/Dkt. No. of Application	Fees Requested	Fees Awarded (Including Fees Held Back)	Fees Held Back (10%)	Fees Payable by Debtors	Expenses Requested	Expenses Awarded
Togut Segal & Segal LLP	11/15/2010 7767 7769	113,600.00	112,795.00	11,279.50	101,515.50 ⁴	581.46	581.46

Schedule A

Date: December 22, 2010

Initials: REG, USBJ

⁴ Includes fees of \$1,900.00 “carved out” from fees awarded in the November 24, 2010 Order Granting (I) Applications for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred from February 1, 2010 Through May 31, 2010 and (II) the Application of LFR, Inc. for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred from October 1, 2009 Through January 31, 2010 (ECF No. 7910).

SCHEDULE B

Third Compensation Period: February 1, 2010 to May 31, 2010

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, *et al.* (f/k/a General Motors Corp. *et al.*)

Applicant	Date/Dkt. No. of Application	Fees Requested	Fees Awarded (Including Fees Held Back)	Fees Held Back (10%)	Fees Payable by Debtors	Expenses Requested	Expenses Awarded
LFR, Inc. ¹	08/05/2010 6539	\$1,010,871.20	\$993,243.11	\$99,324.31	\$893,918.80	\$387,715.62	\$232,223.82

Schedule B

Date: December 22, 2010

Initials: REG, USBJ

¹ LFR, Inc. and the Fee Examiner have agreed to carveout \$11,615.00 in fees and \$146,765.17 in expenses, which will be resolved at a subsequent time.

SCHEDULE C

Summary: All Compensation Periods
(Including This Period)

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, *et al.* (f/k/a General Motors Corp. *et al.*)

Applicant	Total Fees Requested	Carve Out for Amounts Related to Compensation for the Fee Review Process	Total Fees Awarded (Including Fees Held Back)	Total Fees Held Back (10%)	Total Fees Payable by Debtors	Total Expenses Requested	Total Expenses Awarded
Weil, Gotshal & Manges LLP	\$36,034,505.75	\$48,370.50	\$35,513,226.30	\$3,551,322.64	\$31,961,903.66	\$1,268,142.16	\$1,195,568.52
Kramer Levin Naftalis & Frankel LLP	\$6,387,827.50	\$52,386.50	\$6,189,928.13	\$618,992.82	\$5,570,935.31	\$123,743.32	\$120,015.19
Caplin & Drysdale, Chartered	\$1,090,701.75	\$0.00	\$1,067,946.21	\$106,794.62	\$961,151.59	\$86,232.20	\$85,507.11
Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation	\$378,813.00	\$0.00	\$375,538.47	\$37,553.85	\$337,984.62	\$7,984.37	\$7,919.43
Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants	\$80,972.75	\$0.00	\$79,979.73	\$7,997.98	\$71,981.75	\$2,146.36	\$2,065.44
Analysis Research Planning Corp.	\$221,573.00	\$0.00	\$221,573.00	\$22,157.30	\$199,415.70	\$857.22	\$857.22
Baker & McKenzie LLP	\$1,262,789.76	\$0.00	\$1,046,409.68	\$104,640.97	\$941,768.71	\$21,619.20	\$21,785.99
Bates White LLC	\$1,105,289.25	\$0.00	\$1,085,282.59	\$108,528.26	\$976,754.33	\$7,202.41	\$7,191.68
Brownfield Partners, LLC	\$1,012,070.95	TBD	\$584,493.40	\$58,449.34	\$526,044.06	\$58,706.08	\$24,849.50
Butzel Long, a professional corporation	\$1,360,338.25	\$12,479.75	\$1,335,819.81	\$133,581.98	\$1,202,237.83	\$86,893.49	\$85,256.66

Applicant	Total Fees Requested	Carve Out for Amounts Related to Compensation for the Fee Review Process	Total Fees Awarded (Including Fees Held Back)	Total Fees Held Back (10%)	Total Fees Payable by Debtors	Total Expenses Requested	Total Expenses Awarded
Deloitte Tax LLP	\$948,945.00	\$0.00	\$936,519.12	\$93,651.92	\$842,867.20	\$190.00	\$175.00
FTI Consulting, Inc.	\$10,501,702.25	\$23,177.44	\$10,478,524.81	\$1,047,852.49	\$9,430,672.32	\$109,797.76	\$107,708.97
Hamilton Rabinovitz & Associates, Inc.	\$36,432.50	\$0.00	\$36,432.50	\$2,846.25	\$33,586.25	\$0.00	\$0.00
Honigman Miller Schwartz and Cohn LLP	\$2,297,160.00	\$0.00	\$2,280,456.92	\$228,045.69	\$2,052,411.23	\$16,799.46	\$16,230.45
Jenner & Block LLP	\$5,049,167.75	\$0.00	\$4,970,364.45	\$497,036.45	\$4,473,328.00	\$279,760.37	\$271,007.88
Jones Day	\$465,693.65	\$0.00	\$465,693.65	\$46,569.37	\$419,124.28	\$5,591.62	\$5,591.62
Legal Analysis Systems, Inc.	\$201,188.50	\$0.00	\$193,622.50	\$19,362.25	\$174,260.25	\$3,479.45	\$3,465.45
LFR, Inc.	\$2,897,182.90	\$0.00	\$1,660,080.38	\$166,008.04	\$1,494,072.34	\$647,120.09	\$206,138.94
Plante & Moran, PLLC	\$976,274.09	\$0.00	\$974,425.59	\$97,442.56	\$876,983.03	\$14,989.18	\$14,822.08
The Claro Group, LLC	\$1,415,699.50	\$0.00	\$1,389,219.55	\$138,921.95	\$1,250,297.60	\$18,315.40	\$17,570.87
Togut Segal & Segal LLP	\$642,964.00	\$0.00	\$640,170.00	\$64,017.00	\$576,153.00	\$3,688.89	\$3,688.89

Schedule C

Date: December 22, 2010

Initials: REG, USBJ